

EXHIBIT B

Managerial and Technical Qualifications

MANAGEMENT BIOGRAPHIES

NewPath has assembled an experienced team of industry professionals to achieve its mission of market leadership. The following summaries highlight management's extensive background.

Jay Eliason, Chief Executive Officer

As Chairman and CEO, Mr. Eliason will focus his leadership capabilities on establishing a strong operational team and upon appropriate operation and expansion of NewPath Holdings, Inc.

Mr. Eliason is a Certified Public Accountant, formerly employed by Arthur Anderson in Des Moines, Iowa. Since leaving Arthur Anderson, Mr. Eliason has been involved in the organization and operation of several cable television and telephone companies. The companies under his management serve over 7,000 telephone access lines and 50,000 cable television subscribers. In addition, Galaxy American, a 35,000 subscriber cable television company managed by Galaxy Telecom, is 60% owned by companies managed by Mr. Eliason.

All of the companies managed by Mr. Eliason have been developed from an idea to an operating company by a management team organized by Mr. Eliason. Since 1991 the management team has been involved in every aspect of over 80 transactions, including the sale of telephone exchanges and cable television systems to over 60 independent telephone companies in the Midwest. The management team continues to operate the following independent telephone companies:

- Telnet Communications, L.C.- Telnet is a 7,500 subscriber cable telephone company owned by the management team and 19 independent telephone companies;
- Illinet Communications of Central Illinois, L.L.C.- Illinet is a 9,500 subscriber cable television operation owned by the management team and 11 Illinois independent telephone companies;
- Alpine Communications, L.C.- Alpine owns 7,000 telephone access lines and 1,000 cable subscribers in Northeast Iowa. Alpine was formed in 1995, with \$4.8 million of equity from the management team and 11 independent telephone companies, to purchase telephone exchanges from US West in Iowa; and
- TelePartners, L.L.C.- TelePartners is a 21,000 subscriber cable television company clustered in the area between Omaha, Nebraska and Sioux City, Iowa. TelePartners was formed in 1998 to accumulate these subscribers from four different selling groups.

Mr. Eliason will be responsible for overall leadership and for hiring key management representatives with appropriate industry experience.

Dennis Bixenman, Chief Financial Officer

Dennis Bixenman is currently a consultant to NewPath, using his services to assist NewPath with growth by merger and acquisition.

Mr. Bixenman is a Senior Consultant with 27 years of telecommunications experience with Williams & Company Consulting, Inc., and is also a Certified Public Accountant. Some of the key projects Mr. Bixenman has been involved with include the following:

- Served as CFO for a high-growth company employing in excess of 1,400 people. Raised \$13.3 million in additional capital, negotiated financing package in excess of \$25.0 million and deployed financial accounting and management information systems;
- Developed strategic plans, arranged financing, and raised capital for the start up of several companies. Capital requirements ranged from \$7.0 million to \$32.0 million;
- Primary assistance to several companies in mergers and acquisitions including negotiation of terms, arrangement of financing, and ownership transition assistance;
- Formed a Personal Communications (PCS) partnership to participate in FCC spectrum auctions, and to deploy wireless systems;
- Primary business advisor to emerging companies to assist in their evolution from entrepreneurial growth phase to a mature, financially stable, professionally managed business; and
- Prepared financial feasibility studies of all types to determine the potential economic results of differing strategies for new products, services, markets, acquisitions, etc.

Mick Herke, Executive Vice President, Regulatory and Contracts

Mr. Herke will serve NewPath as Executive Vice President of Regulatory and Contracts. He will devote his efforts full-time to NewPath and will be moving over as an employee prior to March 1, 2000.

Mr. Herke has more than 17 years experience in telecommunications, primarily with independent telephone companies in Iowa. Mr. Herke currently serves as Executive Vice President and General Manager of Alpine Management Company. Alpine Management Company manages the operations of Alpine Communications, a LEC that serves approximately 7,000 customers in Northeast and West Central Iowa. Mr. Herke was the lead involved in transitioning ownership of access lines from US West to Alpine from 1996 to 1997.

Mr. Herke's experience within the telecommunications industry includes the follows:

- Initiated the operational start-up of Alpine Communications, L.C.;
- Assisted other independent telephone companies with their acquisition of US West properties;
- Facilitated the transition of US West properties to Alpine and other independent telephone companies in Iowa during 1997 ;
- Developed network plans to upgrade digital switches and deploy a fiber optic

- network to effectively serve Alpine's customers;
- Developed and administered yearly budgets;
- Former operations manager for a MMDS wireless cable TV company that covered the Minneapolis/St. Paul metropolitan area;
- Developed and implemented a start-up MMDS wireless cable TV system that covered 900 square miles in northern Iowa and southern Minnesota; and
- Developed plans to construct, transmit, and receive towers for the wireless cable TV systems, which included tiling for, and receiving proper FAA clearances and adhering to local zoning ordinances.

Mr. Herke currently serves on the Board of Directors of the Rural Independent Telephone Association. Through this organization he remains in contact with the 150 members of the Association and maintains a close working relationship with these members.

Shawn Hanson, Executive Vice President, Operations

Mr. Hanson will serve NewPath as Executive Vice President of Operations. His leadership focus on core operations will provide the basis for ensuring a well managed and appropriate rollout of the network and service processes that will ensure customer satisfaction in new markets. His knowledge of the industry and market conditions combined with his successful experience in managing large-scale service organizations will create a platform for sustainable growth and operational efficiency.

Mr. Hanson most recently served as the leading executive for Crystal Communications, Inc. in Iowa. In that role, he was responsible for all phases of CLEC business development in a start-up environment. Prior to joining Crystal, Mr. Hanson served as Regional Vice-President of Designed Services for U S WEST. In this role, he was accountable for all phases of installation and maintenance for Designed Services, which included Private Line Transport, Switched Access, and Interconnection Products. His organization was responsible for the field installation process associated with U S WEST's initial rollout of Megabit DSL service for high speed Internet access. As Vice President of Designed Services, Mr. Hanson managed an organization of over 800 employees across 11 geographic states, including 3 large Design Services Operations Centers in Des Moines, Minneapolis, and Salt Lake City. In 1997 and 1998, Mr. Hanson received special recognition from U S WEST for operational and service improvement initiatives which resulted in a 20% improvement in on-time installation and a 25% improvement in cycle time for clearing trouble reports.

During his 19-year career with U S WEST, Mr. Hanson also served as Vice President of Network Operations for Iowa and Nebraska. In this role, he was accountable for all phases of construction, rehabilitation, preventative maintenance and demand activities associated with management of U S WEST's network infrastructure in Iowa and Nebraska. This position included an organization of 1100 employees with an annual expense budget of \$80 million and annual capital budgets ranging between \$80 and \$140 million. As Vice President of Network Operations Mr. Hanson was successful in improving out-of-service cases of trouble cleared in less than 24 hours by 50%.

Additional milestones reached under Mr. Hanson's leadership include:

Deployment of U S WEST Design Service MegaCenters;
U S WEST participation and advocacy in Federal Price Cap Regulation; and
Development and approval of prices for Switched and Special Access
Charges in the first post-divestiture Access Tariff with the FCC.

NEWPATH HOLDINGS, INC.'S CONSULTANTS

Burnie E. Snoddy, Williams & Company Consulting, Inc.

Mr. Snoddy has over 30 years experience in the telecommunications industry with U S WEST. Assignments included outside plant construction and engineering, personnel, and over 15 years working with Iowa independent telephone companies in separations studies, access billing and contractual arrangements.

Mr. Snoddy joined Williams & Company Consulting, Inc. over three years ago and has been involved in projects assisting independent telephone companies in regulatory, financial, contractual arrangements and strategic planning. In addition to projects with traditional telephone company operations, Mr. Snoddy has been involved with applications for certification and interconnection agreements for Competitive Local Exchange Carrier (CLEC) consortiums, formed by independents in Iowa. Other projects include long distance entry studies, operational reviews of telephone operations, EAS cost studies and various interexchange facility arrangements.

Mr. Snoddy is active in industry associations, advising on issues of compensation and interconnection and other carrier relationships.

Morris Westerhold, TPC Consulting, Inc.

Before forming TPC Consulting, Mr. Westerhold had 28 years of executive leadership and broad telecommunications experience from a variety of assignments at Ameritech and, prior to divestiture, various companies in the old Bell System.

Mr. Westerhold's experience includes Corporate Strategy support to the Cellular, PCS, and Network units of Ameritech. Mr. Westerhold led the technology planning and implementation for the Ameritech PCS trial, one of the more comprehensive PCS trials from both a marketing and technology perspective. Due to Mr. Westerhold's work, Ameritech was awarded two US Patents for a lower cost PCS architecture now being standardized.

Mr. Westerhold led the largest division in the Marketing New Product Development organization at Ameritech Services. He presented and received approval on the first ISDN Business Case and was a major contributor to the Ameritech Data Strategy. He created the first Ameritech organization focused on managing technology developments in support of marketing new services.

Mr. Westerhold's accomplishments also include 800 Data Base Service, Alternate Billing Service, ISDN, Voice Messaging Access Service, and a LAN Interconnection Service. He created the first Ameritech Network Architecture Planning organization.

As part of an RBOC governance panel, Mr. Westerhold managed the Bellcore developments for Network Architecture Planning and New Services Development and led the effort to convince other RBOCs and Bellcore of the importance of ISDN and to assist Bellcore in developing its first ISDN project plan.

At AT&T General Departments, Mr. Westerhold managed the Bell Labs, WECos, and BOC activities associated with new developments and initial implementations for No. 1 ESS, Voice Storage System, and Local Area Data Transport.

Mr. Westerhold's Illinois Bell management assignments including TIRKS and PICS/DCPR, Central Office Operations, Central Office Engineering, Planning Engineering, and Maintenance Engineering. He managed the Divestiture Central Office asset assignment process for Illinois Bell and led a task force to establish Special Services Center.

At Bell System Center for Technical Education, Mr. Westerhold developed the first course for middle management on No. 2 ESS. And at Bell Labs, Mr. Westerhold developed the first issue of the No. 2 ESS software Audit Programs.

Bob Walker, Comsource, Inc.

Mr. Walker established Comsource, Inc. in 1994. Comsource's initial efforts focused on solving communications problems for the business community and providing technical assistance to telecommunications carriers.

In 1996, with a passage of the Communication Act, Comsource's focus changed to assisting Competitive Local Exchange Carriers (CLECs) entering the telecommunications business. Comsource assists with planning, basic design and network architecture(s), product selection, negotiating the technical aspects of interconnect agreements with Incumbent Local Exchange Carrier (ILEC), assisting with the technical implementation planning and ILEC negotiations. Comsource also provides guidance and planning on Operation Support Systems (OSS) development and deployment, traffic engineering, networking sizing and many other technical areas necessary in the establishment of a new telecommunication company.

Mr. Walker has nearly 40 years experience in the telecommunications industry with 33 years at Illinois Bell and Ameritech. Mr. Walker has held a wide range of technical staff and management positions within Illinois Bell and Ameritech in the switching, transport and OSS arenas. Prior to his departure from Ameritech, Mr. Walker was Director Transport Planning for Illinois Bell. Mr. Walker also was the Director of Transmission at Illinois Bell before assuming the planning position.

Mr. Walker's also held the position of Director of Technical Development at Ameritech Development, an unregulated new venture entity, which provided him with a special insight into the competitive, new venture field. Mr. Walker's many years in the industry and his extensive background in both line and staff positions throughout his career make him uniquely qualified to assist in the creation of new competitive telephone companies.

EXHIBIT C

I, Mick Herke, am Executive Vice President, Regulatory and Contracts of NewPath Holdings, Inc. I hereby provide the following testimony in response to questions posed by the Illinois Commerce Commission.

Standard Questions

Please provide the name, address, telephone, and fax number of the person at your company that will be responsible for working with the Commission's Consumer Services Division for complaint resolution?

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Is your company seeking any waivers or variances of certain Commission rules and regulations in this proceeding that pertain to local exchange service? Please provide evidence as to why your company is seeking any waiver or variance.

Yes, see explanation in application on pages 7-8.

Will your company comply with 83 Illinois Administrative Code Part 772, Pay-Per-Call Services, including Part 772.55(a)(1), Billing and Part 772.100(d) Notices?

The company's initial plans call for provision of data services not implicating the voice telephony issues raised in this question. Therefore, this question currently does not apply to NewPath. If the company does eventually provide voice service, it will to the extent applicable comply with this requirement.

Will your company comply with 83 Illinois Administrative Code Part 705, Preservation of Records of Telephone Utilities?

The company's initial plans call for provision of data services not implicating the voice telephony issues raised in this question. Therefore, this question currently does not apply to NewPath. If the company does eventually provide voice service, it will to the extent applicable comply with this requirement.

Will your company abide by 83 Illinois Administrative Code Part 735, "Procedures Governing the Establishment of Credit, Billing, Deposits, Termination of Service and

Issuance of Telephone Directories for Telephone Utilities in the State of Illinois"?

The company's initial plans call for provision of data services not implicating the voice telephony issues raised in this question. Therefore, this question currently does not apply to NewPath. If the company does eventually provide voice service, it will to the extent applicable comply with this requirement.

Who will provide customer repair service for your company?

Qualified and authorized employees, agents, or contractors on company's behalf will provide service.

How many people does the company employ?

The company currently employs a core management team consisting of Mr. Eliason, Mr. Hanson and Mr. Herke, whose biographies are attached. It will ultimately employ approximately twenty people within the next ninety days.

Will your company meet the requirements as they pertain to the Telephone Assistance Programs imposed by Sections 13.301 and 13.301.1 of the Illinois Public Utilities Act and 83 Illinois Administrative Code Part 757?

The company's initial plans call for provision of data services not implicating the voice telephony issues raised in this question. Therefore, this question currently does not apply to NewPath. If the company does eventually provide voice service, it will to the extent applicable comply with this requirement.

Will your company solicit, collect, and remit the voluntary contributions from its telephone subscribers to support the Telephone Assistance Programs?

The company's initial plans call for provision of data services not implicating the voice telephony issues raised in this question. Therefore, this question currently does not apply to NewPath. If the company does eventually provide voice service, it will to the extent applicable comply with this requirement.

Does your company plan on filing to become an Eligible Telecommunications Carrier?

The company does not at the present time plan to become an Eligible Telecommunications Carrier. However, to the extent the company moves into voice telephony, it reserves the right to re-examine this option.

Does the company realize that it will not be able to receive any of the federal reimbursements for the Lifeline and Link Up Programs if it is not an eligible carrier?

Yes.

Will your company offer all of the waivers associated with the Universal Telephone Service Assistance Programs (UTSAP)?

The company's initial plans call for provision of data services not implicating the voice telephony issues raised in this question. Therefore, this question currently does not apply to NewPath. If the company does eventually provide voice service, it will to the extent applicable comply with this requirement.

Will your company abide by the regulations as prescribed in 83 Illinois Administrative Code Part 755, "Telecommunications Access for Persons with Disabilities," 83 Illinois Administrative Code Part 756 "Telecommunications Relay Service," and Sections 13-703 of the Illinois Public Utilities Act?

The company's initial plans call for provision of data services not implicating the voice telephony issues raised in this question. Therefore, this question currently does not apply to NewPath. If the company does eventually provide voice service, it will to the extent applicable comply with this requirement.

Will the company's billing system be able to distinguish between resale and facilities based service for the collection of the ITAC line charge?

The company's initial plans call for provision of data services not implicating the voice telephony issues raised in this question. Therefore, this question currently does not apply to NewPath. If the company does eventually provide voice service, it will to the extent applicable comply with this requirement.

Has your company signed and returned the Universal Telephone Assistance Corporation ("UTAC") and the Illinois Telecommunications Access Corporation ("ITAC") applications to Commission staff?

Yes.

Please describe your company's internal process for complaint resolution, the escalation process within your company, and process to ensure a customer is notified that they may contact the Illinois Commerce Commission for assistance.

The company's complaint resolution program is not finalized. However, the program will include provisions for informal negotiations with customer service representatives and escalation procedures to management. Further, the company will adopt procedures to ensure that customers will be notified that they may contact the Illinois Commerce Commission for assistance.

Will the company file tariffs for all services and charges associated with providing local telephone service.

The company's initial plans call for provision of data services not implicating the voice telephony issues raised in this question. Therefore, this question currently does not apply to

NewPath. If the company does eventually provide voice service, it will to the extent applicable comply with this requirement.

How does your company plan to solicit customers once it begins to provide local service.

The company plans to solicit customers through all lawful and appropriate marketing means.

Will your company abide by federal and state slamming laws?

The company's initial plans call for provision of data services not implicating the voice telephony issues raised in this question. Therefore, this question currently does not apply to NewPath. If the company does eventually provide voice service, it will to the extent applicable comply with this requirement.

Has your company written guidelines to prevent the unauthorized slamming of local exchange customers?

The company's initial plans call for provision of data services not implicating the voice telephony issues raised in this question. Therefore, this question currently does not apply to NewPath. If the company does eventually provide voice service, it will to the extent applicable comply with this requirement.

Has your company provided service under any other name?

No.

Have any complaints or judgments been levied against the company? (Instate, out-of-state, or FCC).

No.

Questions for 911

Please provide the name, address, telephone and fax number of the 911 contact person for your company.

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Will your company ensure that 911 traffic is handled in accordance with the 83 Illinois Administrative Code Part 725 and the Emergency Telephone System Act?

The company's initial plans call for provision of data services not implicating the voice telephony issues raised in this question. Therefore, this question currently does not apply to NewPath. If the company does eventually provide voice service, it will to the extent applicable comply with this requirement.

Will your company contact and establish a working relationship with the 911 systems when you begin to provide local telephone service?

The company's initial plans call for provision of data services not implicating the voice telephony issues raised in this question. Therefore, this question currently does not apply to NewPath. If the company does eventually provide voice service, it will to the extent applicable comply with this requirement.

Will your company coordinate with the incumbent LEC(s) and local 911 systems to provide transparent service for your local exchange customers?

The company's initial plans call for provision of data services not implicating the voice telephony issues raised in this question. Therefore, this question currently does not apply to NewPath. If the company does eventually provide voice service, it will to the extent applicable comply with this requirement.

Who will be responsible for building and maintaining the 911 database for your local exchange customers?

To the extent ultimately required, Mr. Herke will be responsible.

How often will your company update the 911 database with customer information?

The company will update the database as often as applicable rules and practice require.

Will your company's billing system have the ability to distinguish between facilities based and resale for the collection of the 911 I surcharge?

The company's initial plans call for provision of data services not implicating the voice telephony issues raised in this question. Therefore, this question currently does not apply to NewPath. If the company does eventually provide voice service, it will to the extent applicable comply with this requirement.

Does your company have procedures for the transitioning of the 911 surcharge collection and disbursement to the local 911 system?

The company's initial plans call for provision of data services not implicating the voice telephony issues raised in this question. Therefore, this question currently does not apply to NewPath. If the company does eventually provide voice service, it will to the extent applicable comply with this requirement.

Will your company's proposal require any network changes to any of the 911 systems?

The company's initial plans call for provision of data services not implicating the voice telephony issues raised in this question. Therefore, this question currently does not apply to NewPath. If the company does eventually provide voice service, it will to the extent applicable comply with this requirement.

Will your company be able to meet the requirements specified under Part 725.500(o) and 725.620(b) for the installation of call boxes?

The company's initial plans call for provision of data services not implicating the voice telephony issues raised in this question. Therefore, this question currently does not apply to NewPath. If the company does eventually provide voice service, it will to the extent applicable comply with this requirement.

Does your company plan to file for a waiver of Part 725.500(o) and 725.620(b) in the future?

The company's initial plans call for provision of data services not implicating the voice telephony issues raised in the question. Therefore, NewPath does not plan to file a waiver of Part 725.500(o) and 725.620(b). In the event that NewPath decides to provide voice service, it reserves its right to file for such waivers.

Financial Questions

What circumstances warrant a departure from the prescribed Uniform System of Accounts ("USOA")?

See page 7, answer to question 18(a) of this application.

Will records be maintained in accordance with Generally Accepted Accounting Principles ("GAAP")?

Yes.

Will applicants accounting system provide an equivalent portrayal of operating results and financial condition as the USOA?

Yes.

Will applicants accounting procedures maintain or improve uniformity in substantive results as among similar telecommunications companies?

Yes.

Will applicant maintain its records in sufficient detail to facilitate the calculation of all applicable taxes?

Yes.

Does the accounting system currently in use by applicant provide sufficiently detailed data for the preparation of Illinois Gross Receipts Tax returns? What specific accounts or sub-accounts provide this data?

The company's system is now in development. They will provide this capability.

***If** a waiver of Part 710 is granted, will applicant provide annual audited statements for all periods subsequent to granting of the waiver?*

Yes.

Does applicant agree that the requested waiver of Part 710 will not excuse it from compliance with future Commission rules or amendments to Part 710 otherwise applicable to the Company?

Yes.

Testimony with Respect to Prepaid Local Service

NewPath initially does not intend to provide Prepaid Local Service. NewPath will supplement this application with respect to these questions to the extent it seeks in the future to offer this service.

Will customers have the ability to sign up with any long distance company they choose?

Will customers have the ability to use dial around long distance companies?

Does the Company have interexchange authority in Illinois? If yes, please provide the docket number.

Will customers have access to the Illinois Relay Service?

Will customers be able to make I-800 calls for free?

Will the Company offer operator services?

Please describe how you plan to collect the monthly fee to be paid in advance.

Will customers' bills show a breakdown of services, features, surcharges, taxes, etc.?

Will customers get a receipt when paying the monthly fee?

Will customers pay an installation fee? If yes, will payment arrangements be offered for the installation fee?

Will telephone service be in the Company's name or the customer's name. If in the Company's name how will information appear in data bases, such as 9-1-1, directory assistance, etc.?

Will service be offered to the general public?

Does the user receive a warning tone when the remaining value of service is about to cease? How much notice time is given? If the customer is in the middle of a call will they be disconnected? Has the customer been made aware of potentially being disconnected during a call?

When does the timing of a call start?

If the person called does not answer, is any time deducted from the customer's account?

Will there be any other instances in which the Company would disconnect a customer, other than running out of prepaid time?

When a customer runs out of time is their phone immediately disconnected or on suspension? Will they still be able to receive calls?

Are the Company's services available to TTY callers?

Will customers be made aware of dispute procedures and their ability to come to the Illinois Commerce Commission for assistance?

How will the Company handle a complaint from a customer who disputes the amount of time used or remaining?

The Public Utilities Act requires a local calling area that has no time or duration charges, How will the Company define each customer's untimed local calling area?

Your company has requested a variance from 83 Ill. Adm. Code Part 735.180, Directories. How do you plan to provide directory services for your customers?

Who will provide repair service for your company?

Has your company made arrangements with the incumbent local exchange company to collect and transition the ITAC monthly line charge?

Will your company solicit, collect and remit to UTAC the voluntary contributions that support the Universal Telephone Assistance Program?

How does your company plan to solicit customers?